

Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

BRUNEEL TIRE SERVICE OF CALDWELL, INC.

was filed in the office of the Secretary of State on the **20th** day of **September** A.D., One Thousand Nine Hundred **seventy-one** and **will be** duly recorded on ~~Film~~ ~~Not~~ **microfilm** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **petual Existence** from the date hereof, with its registered office in this State located at **Caldwell, Idaho** in the County of **Canyon**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **20th** day of **September**, A.D., **1971**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION
OF
BRUNEEL TIRE SERVICE OF CALDWELL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and at least two-thirds of them being citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is BRUNEEL TIRE SERVICE OF CALDWELL, INC.

SECOND:

The purposes for which said corporation is formed are:

1. To engage in the manufacture and sale and jobbing of automobile and truck tires, and tires for any and all other vehicles of any sort, and all other rubber goods and automobile accessories. To engage in the buying and selling, at wholesale and retail, of rubber vehicle tires of all kinds and descriptions, and the conducting of the general business of vulcanizing, reinforcing, re-treading, rebuilding or repairing vehicle tires of all kinds and descriptions, and such other and further actions as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for such business, and the buying, leasing, holding, re-leasing and sub-leasing, selling and conveying of the real estate necessary or proper in connection with such business.

2. To engage in the business of repairing or reconditioning motor vehicles and mechanical appliances and products, and other personal property of any kind, sort, character, nature or description, and to do such things as are incidental, proper or necessary

to the operation of such business, or to the carrying out of any or all of such purposes, including but not limited to wheel alignment and brake replacement or repair.

3. To engage in any business related or unrelated to that described in paragraphs 1 and 2 above in this Article, and from time to time as may be authorized and approved by the board of directors of this corporation.

4. To acquire by purchase, lease or otherwise, and to improve and develop real property.

5. To act as a partner or joint venturer in any transaction and to acquire and use assumed business names and conduct any business thereunder which the corporation may lawfully conduct.

6. To acquire by purchase or otherwise the stock of this corporation.

7. To have and exercise all rights and powers now or hereafter granted to the corporation by law.

8. To buy, sell, deal in, exchange or otherwise acquire or dispose of any part of or all of the capital stock or assets of any corporation, partnership or sole proprietorship, or to undertake to guarantee the obligation of any corporation, partnership or sole proprietorship.

9. To lend money, either without any collateral security or on the security of real or personal property, and to enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, governmental, municipal or public authority, domestic or foreign, or others.

10. To engage in any of the activities enumerated herein either alone or in conjunction with other persons, firms or corporations by joint lease, joint venture, or other forms of joint enterprise.

11. In general to carry on any other business whatsoever

in connection with the foregoing, or which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties and to have and exercise all the rights, powers and privileges which are now or may hereafter be conferred by the laws of Idaho, to execute from time to time general or special powers of attorney to persons, firms, associations or corporations, either in the United States or in any other country, state or locality, and to revoke the same as and when the board of directors may determine, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

THIRD:

The location and post office address of the registered office of the corporation is Caldwell, Canyon County, Idaho, but the corporation may maintain offices and transaction business in any other state in the United States or in any foreign country and the registered address of this corporation in the State of Idaho shall be Caldwell, Idaho.

FOURTH:

The total authorized number of par value shares is 500 shares of the par value of \$100.00 per share, having an aggregate par value of \$50,000.00. The said shares shall be divided into the following classes and amounts:

1. 150 shares (aggregate par value, \$15,000.00) shall be non-voting stock.
2. 350 shares (aggregate par value, \$35,000.00) shall be voting stock.

The said stock may be issued by the corporation from time to time for such considerations as labor, service, money or property, real or personal, as may be fixed from time to time by the board of directors. The stock of this corporation shall be non-assessable.

FIFTH:

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

Frank C. Bruneel	1323 15th Avenue Lewiston, Idaho	110 shares
Elwyn G. Staples	Caldwell, Idaho	90 shares
Kermit Yochum	1811 Powers Lewiston, Idaho	50 shares (non- voting)

The incorporators shall serve as directors and shall manage and control the affairs of the corporation until the first meeting of shareholders for the adoption of by-laws and the completion of the organization.

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever. It is hereby expressly provided that the stock of this corporation shall be considered "Section 1244 Stock" in accordance with the provisions of Section 1244 of the Internal Revenue Code of the United States of America.

SEVENTH:

The board of directors shall consist of three (3) directors or such other number as shall be established by the By-laws of the corporation. Any vacancies occurring in the office of any director, however occasioned, may be filled by the remaining members of said board. On failure of the board to elect, a special meeting of the stockholders shall be called to fill the vacancy.

EIGHTH:

The officers of this corporation shall consist of a president, vice-president, secretary, treasurer, or secretary-treasurer, and


such other officers as the board of directors of the corporation shall deem necessary, all of whom shall be elected by the board of directors and hold office during the pleasure of the board. Each of the officers shall have such powers as may be conferred upon him by the by-laws of the corporation.

NINTH:

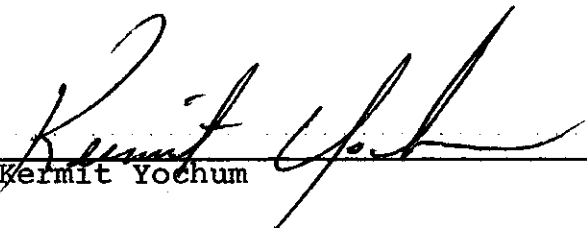
This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any by-law, agreement, vote of stockholders, or otherwise.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

DATED at Lewiston, Idaho, this 16 day of September, 1971.

 (SEAL)
Frank C. Bruneel

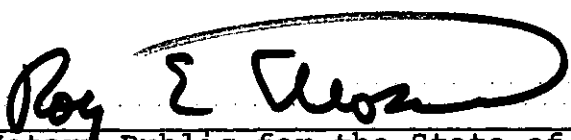
 (SEAL)
Elwyn G. Staples


Kermit Yochum (SEAL)

STATE OF IDAHO)
) ss.
County of Nez Perce)

BE IT REMEMBERED that on this 16 day of September, 1971, personally appeared before me FRANK C. BRUNEEL, ELWYN G. STAPLES and KERMIT YOCHUM, parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year aforesaid.


Notary Public for the State of Idaho
Residing at Lewiston therein.
My Commission expires: _____